

**QUITCLAIM DEED**

**THIS INDENTURE**, made and entered into this 17<sup>th</sup> day of September 2003, by and between **NORTH GOODMAN INVESTMENT COMPANY**, a Tennessee General Partnership composed of RMR Investment Company, LLC, James L. Fri, Jr., Ellida S. Fri, Richard L. Jacobs, and River Oil Company Profit Sharing Plan and Trust; **RMR INVESTMENT COMPANY, LLC, ROBERT M. ROGERS, JAMES L. FRI, JR., ELLIDA S. FRI, RICHARD L. JACOBS, and wife MISOLA JACOBS; and JAMES L. FRI, JR., ELLIDA S. FRI, RICHARD . JACOBS**, as Trustees of **RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST** of 530 Oak Court Drive, Suite 165, Memphis, Tennessee, 38117-3722, parties of the first part, and **JAMES L. FRI, JR.**, individually, of 1355-B Lynnfield Road, Suite 245, Memphis, TN 38119, party of the second part.

**WITNESSETH:**

That for and in consideration of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby grant, bargain, quitclaim, and convey unto the said party of the second part the following described real estate, situated and being in the County of DeSoto, State of Mississippi, to wit:

SEE ATTACHED EXHIBIT "A" INCORPORATED HEREIN BY REFERENCE.

The aforesaid property is conveyed and accepted subject to the items described on Exhibit "B" incorporated herein by reference.

This conveyance reflects a distribution by River Oil Company Profit Sharing Plan and Trust to James L. Fri, Jr. as a participant in and beneficiary of such profit sharing plan and trust.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto appertaining unto the said party of the second part, its successors, and assigns in fee simple forever.

The word "party" as used herein shall mean "parties" if more than one person or entity be referred to, and pronouns shall be construed according to their gender and number according to the context thereof.

WITNESS the signature of the party of the first part the day and year first above written.

[SIGNATURES ON ATTACHED PAGE]

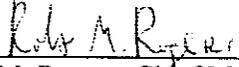
STATE MS.-DE SOTO CO. *AS*

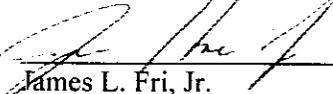
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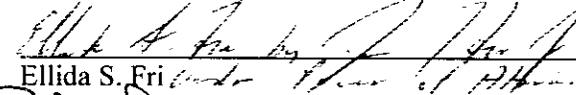
454 PG 341  
RIVER OIL CLK.

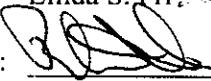
**NORTH GOODMAN INVESTMENT COMPANY,**  
a Tennessee General Partnership

BY: RMR INVESTMENT COMPANY, LLC

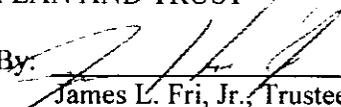
By:   
Robert M. Rogers, Chief Manager

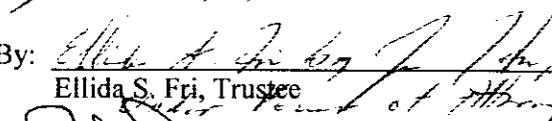
BY:   
James L. Fri, Jr.

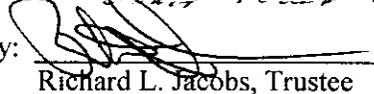
BY:   
Ellida S. Fri *Under Power of Attorney*

BY:   
Richard L. Jacobs

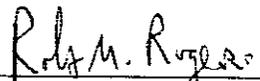
BY: RIVER OIL COMPANY PROFIT SHARING  
PLAN AND TRUST

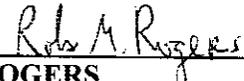
By:   
James L. Fri, Jr., Trustee

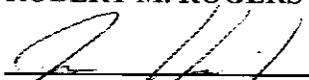
By:   
Ellida S. Fri, Trustee *Under Power of Attorney*

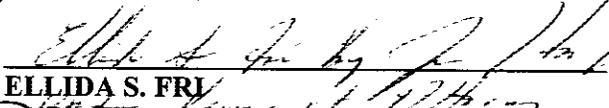
By:   
Richard L. Jacobs, Trustee

**RMR INVESTMENT COMPANY, LLC**

BY:   
Robert M. Rogers, Chief Manager

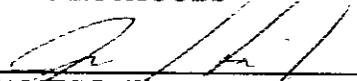
  
**ROBERT M. ROGERS**

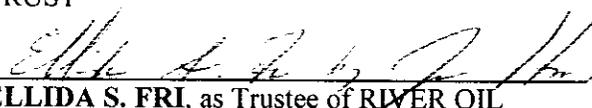
  
**JAMES L. FRI, JR.**

  
**ELLIDA S. FRI** *Under Power of Attorney*

  
**RICHARD L. JACOBS**

  
**MISOLA JACOBS**

  
**JAMES L. FRI, JR.**, as Trustee of RIVER OIL  
COMPANY PROFIT SHARING PLAN AND  
TRUST

  
**ELLIDA S. FRI**, as Trustee of RIVER OIL  
COMPANY PROFIT SHARING PLAN AND  
TRUST *Under Power of Attorney*

  
**RICHARD L. JACOBS**, as Trustee of RIVER OIL  
COMPANY PROFIT SHARING PLAN AND  
TRUST

STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 22<sup>nd</sup> day of September, 2003, within my jurisdiction, the within-named **ROBERT M. ROGERS**, who acknowledged that he is the Chief Manager of **RMR INVESTMENT COMPANY, LLC**, a General Partner of North Goodman Investment Company, a General Partnership, and that for and on behalf of said company, and as its act and deed, he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, after first having been duly authorized by said company and by said partnership so to do.

*Delores Kinsolving*  
Notary Public

My Commission Expires:  
My Commission Expires 11/21/2006

STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, undersigned authority of law in and for the State and County aforesaid, on this 17<sup>th</sup> day of September, 2003, within my jurisdiction, the within-named **JAMES L. FRI, JR.**, who acknowledged that he is a General Partner of **NORTH GOODMAN INVESTMENT COMPANY**, a General Partnership, and that for and on behalf of said partnership, and as its act and deed, he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, after first having been duly authorized by said partnership so to do.

*Kay M Brackley*  
Notary Public



My Commission Expires:  
~~MY COMMISSION EXPIRES~~  
November 21, 2006

STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 17<sup>th</sup> day of September, 2003, within my jurisdiction, the within-named **ELLIDA S. FRI**, who acknowledged that she is a General Partner of **NORTH GOODMAN INVESTMENT COMPANY**, a General Partnership, and that for and on behalf of said partnership, and as its act and deed, she executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, after first having been duly authorized by said partnership so to do.

*James Fri, Jr Power of Attorney*  
*Kay M Brackley*  
Notary Public



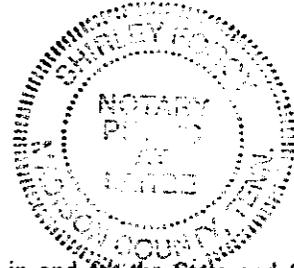
My Commission Expires:  
~~MY COMMISSION EXPIRES~~  
November 21, 2006

STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 25 day of SEPTEMBER, 2003, within my jurisdiction, the within-named **RICHARD L. JACOBS**, who acknowledged that she is a General Partner of **NORTH GOODMAN INVESTMENT COMPANY**, a General Partnership, and that for and on behalf of said partnership, and as its act and deed, she executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, after first having been duly authorized by said partnership so to do.

Shirley Gray  
Notary Public

My Commission Expires:  
10-24-05

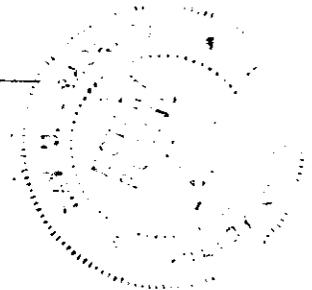


STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 17<sup>th</sup> day of September, 2003, within my jurisdiction, the within-named **JAMES L. FRI, JR. and ELLIDA S. FRI**, who acknowledged that they are Trustees of **RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST AGREEMENT**, and who further acknowledged that such trust is a General Partner of North Goodman Investment Company, a General Partnership, and that for and on behalf of said partnership, and as its act and deed, they executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, after first having been duly authorized by said trust and by said partnership so to do.

Kay M Brackley  
Notary Public

My Commission Expires:  
~~MY COMMISSION EXPIRES:~~  
November 21, 2006



STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 25 day of SEPTEMBER, 2003, within my jurisdiction, the within-named **RICHARD L. JACOBS**, who acknowledged that he is one of the Trustees of **RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST AGREEMENT**, and who further acknowledged that such trust is a General Partner of North Goodman Investment Company, a General Partnership, and that for and on behalf of said partnership, and as its act and deed, he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, after first having been duly authorized by said trust and by said partnership so to do.

Shirley Gray  
Notary Public

My Commission Expires:  
10-26-05

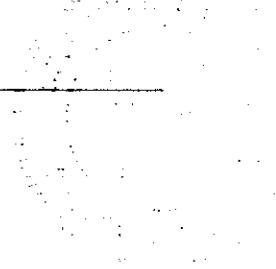


STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 22<sup>nd</sup> day of September, 2003, within my jurisdiction, the within-named **ROBERT M. ROGERS**, who acknowledged that he is the Chief Manager of **RMR INVESTMENT COMPANY, LLC**, and that for and on behalf of said company, and as its act and deed, he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, after first having been duly authorized by said company so to do.

Delores Kneeling  
Notary Public

My Commission Expires:  
~~My Commission Expires:~~  
10-21-2004



STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 17th day of September, 2003, within my jurisdiction, the within-named JAMES L. FRI, JR., who acknowledged that he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, as his free act and deed, being duly authorized so to do.

Kay M Brackley  
Notary Public

My Commission Expires:  
~~MY COMMISSION EXPIRES:~~  
~~November 21, 2006~~

STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 17th day of September, 2003, within my jurisdiction, the within-named ELLIDA S. FRI, who acknowledged that he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, as his free act and deed, being duly authorized, so to do.

Kay M Brackley  
Notary Public

My Commission Expires:  
~~MY COMMISSION EXPIRES:~~  
~~November 21, 2006~~

STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 25 day of SEPTEMBER, 2003, within my jurisdiction, the within-named RICHARD L. JACOBS, who acknowledged that he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, as his free act and deed, being duly authorized so to do.

Shirley Gray  
Notary Public

My Commission Expires:  
10-20-03

STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 22nd day of September, 2003, within my jurisdiction, the within-named ROBERT M ROGERS, who acknowledged that he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, as his free act and deed, being duly authorized so to do.

Adrian Kinsolving  
Notary Public

My Commission Expires:  
My Commission Expires 10-20-2004

STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this 25 day of SEPTEMBER, 2003, within my jurisdiction, the within-named MISOLA JACOBS, who acknowledged that he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, as his free act and deed, being duly authorized so to do.

Shirley Gray  
Notary Public

My Commission Expires:  
10-20-03

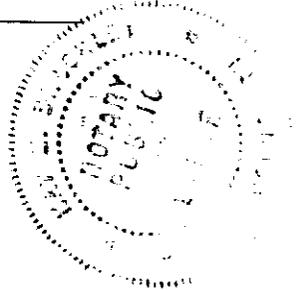
STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before undersigned authority of law in and for the State and County aforesaid, on this 17th day of September, 2003, within my jurisdiction, the within-named **JAMES L. FRI, JR. and ELLIDA S. FRI**, Trustees, who acknowledged that they are the Trustees of **RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST AGREEMENT**, and who further acknowledged that for and on behalf of said trust, and as its act and deed, and as such trustees, they executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, after first having been duly authorized by said trust so to do.

Kay M Brackley  
Notary Public

My Commission Expires:

~~MY COMMISSION EXPIRES~~  
~~November 21, 2006~~



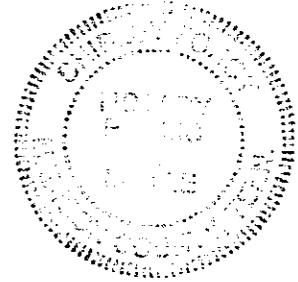
STATE OF TENNESSEE  
COUNTY OF SHELBY

PERSONALLY appeared before undersigned authority of law in and for the State and County aforesaid, on this 25 day of SEPTEMBER, 2003, within my jurisdiction, the within-named **RICHARD L. JACOBS**, Trustees, who acknowledged that he is one of the Trustees of **RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST AGREEMENT**, and who further acknowledged that for and on behalf of said trust, and as its act and deed, and as such trustee, he executed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, after first having been duly authorized by said trust so to do.

Shirley J. J. J.  
Notary Public

My Commission Expires:

10-26-05



GRANTOR'S ADDRESS:

c/o Robert M. Rogers  
530 Oak Court Drive, Suite 165  
Memphis, TN 38117-3722  
(901)681-0155  
(901)682-2258

GRANTEE'S ADDRESS  
(MAIL TAX BILLS TO):

James L. Fri, Jr.  
1355-B Lynnfield Road, Suite 245  
Memphis, TN 38119  
901/682-9053  
901/683-3395

**THIS INSTRUMENT PREPARED BY AND  
RETURN TO:**

Boyd L. Rhodes, Jr.  
1715 Aaron Brenner Drive, #800  
Memphis, TN 38120

901-537-1041

**EXHIBIT "A"**

**The 12.5% undivided interest as tenant in common and the 12.5% partnership interest in North Goodman Investment Company of River Oil Company Profit Sharing Plan and Trust and of JAMES L. FRI, JR., ELLIDA S. FRI, RICHARD . JACOBS, as Trustees of RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST in and to the following described property:**

Parcel 1: Lot 15, Phase 5, DeSoto Crossing Subdivision, in Section 25, Township 1 South, Range 8 West, City of Horn Lake, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 59, Page 23-25 in the office of the Chancery Clerk of DeSoto County, Mississippi.

Parcel 2: Lot 8, Sutton Place, a planned unit development, in Section 26, Township 1 South, Range 8 West, City of Horn Lake, DeSoto County, Mississippi, as shown on plat of record in Plat Book 35, Page 45-46, in the office of the Chancery Clerk of DeSoto County, Mississippi

**EXHIBIT "B"**

The aforesaid property is conveyed and accepted subject to the following:

1. Any lease, grant, exception or reservation of minerals or mineral rights on, and under subject land.
2. Taxes and assessments for the year 2003, which are not yet due and payable.
3. The protective covenants, building setback lines, landscape buffer, utility easements, easements and other restrictions as shown upon or contained in instruments filed of record in the office of the DeSoto County Chancery Clerk, and recorded in said office as follows:
  - a) Plat Book 51, Pages 43 and 44;
  - b) Plat Book 56, Page 19;
  - c) Deed Book 257, Page 750;
  - d) Deed Book 272, Page 116;
  - e) Deed Book 294, Page 449;
  - f) Deed Book 313, Page 372;
  - g) Deed Book 328, Page 111;
  - h) Plat Book 35, Page 45-46;
  - i) Plat Book 59, Pages 23-25.
4. Reciprocal Easement Agreement, recorded in Power of Attorney Book 67, Page 642.
5. First Amendment to Reciprocal Easement Agreement, recorded in Power of Attorney Book 71, Page 240; and as further amended by Second Amendment of record in Book 328, Page 92, and re-recorded in Book 332, Page 532.
6. Restrictions, building lines, easements, and other matters of record and state of facts which would be shown on an accurate survey of the aforesaid property.